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JAMES F. MORIARTY
MATTHEW D. ENMER
HOWARD A. TOPEL
LOUIS H. DUPART
SHARON O'MALLEY MONAHAN**
LAWRENCE R. FREEDMAN

February 3, 2000

VIA OVERNIGHT MAIL

Office of the Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

PAID T.R.A.
Chk # <u>18069</u>
Amount <u>25.00</u>
Rcvd By <u>JR</u>
Date <u>2-4-00</u>

JILL KLEPPE MCCLELLAND
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KEVIN C. BRENNAN
FILOMENA D'ELIA
ARDEN T. PHILLIPS***
PATRICK L. GILMORE***
RICHARD L. DAVIS

.. VA BAR ONLY
.. MA BAR ONLY
... MD BAR ONLY

Re: Application of NewPath Holdings, Inc. for a Certificate to Provide Competing Local Telecommunications Services

Enclosed for filing with the Tennessee Regulatory Authority ("TRA") please find an original and thirteen (13) copies of NewPath Holding, Inc.'s Application for a Certificate to Provide Competing Local Telecommunications Services. The \$25.00 filing fee required for this submission has also been enclosed.

Included with each copy of NewPath's application is a sealed envelope marked "CONFIDENTIAL" containing NewPath's financial information. NewPath requests that the TRA not publicly disclose this information because to do so would reveal the size, nature, and scope of NewPath's business and financial operations to competitors and potential competitors.

An additional copy of this filing has been included along with a self-addressed, postage-prepaid envelope. Please date-stamp this copy upon receipt and return it to us for our files.

Please direct any questions concerning this filing to me at the address or phone number listed above. Thank you.

Sincerely,

Richard Davis

Richard Davis
Counsel for NewPath Holdings, Inc.

cc: Darrell Whitis
Mick Herke

Enclosures

POSTED
2-7-2000
00-00083

BEFORE THE TENNESSEE REGULATORY AUTHORITY

RECEIVED
FEB 7 10 57 AM

In the Matter of the Application of)
NewPath Holdings, Inc. for)
a Certificate to Provide Competing)
Local Telecommunications Services)

Docket No.

00-00083

FEB 7 10 57 AM
EXECUTIVE SECRETARY

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), NewPath Holdings, Inc. ("NewPath") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to NewPath authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. NewPath is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its application, NewPath submits the following:

1. The full name and address of the applicant is:

NewPath Holdings, Inc.
11260 Aurora Avenue
Des Moines, Iowa 50322
Telephone: (515) 276-3069
Facsimile: (515) 270-9181

128516

Questions regarding the application should be directed to:

Lawrence R. Freedman
Fleischman & Walsh LLP
1400 Sixteenth Street, N.W.
Suite 600
Washington, DC 20036
Telephone: (202) 939-7923
Facsimile: (202) 588-0095

POSTED
2-7-2000
00-00083

Contact name and address at NewPath is:

Mick Herke
Executive Vice President
NewPath Holdings, Inc.
11260 Aurora Avenue
Des Moines, Iowa 50322
Telephone: (515) 276-3069
Facsimile: (515) 270-9181

2. Names and addresses of all NewPath directors and officers.

NewPath's directors are: James Matthews
Jay Eliason
Todd Henrich

NewPath's officers are:	Jay Eliason	Chief Executive Officer
	Dennis Bixenman	Chief Financial Officer
	Mick Herke	Executive Vice President – Regulatory & Contracts
	Shawn Hanson	Executive Vice President – Operations

None of NewPath's directors and officers are currently located in Tennessee, but may be reached through NewPath's corporate headquarters at the following address:

NewPath Holdings, Inc.
11260 Aurora Avenue
Des Moines, Iowa 50322
Telephone: (515) 276-3069
Facsimile: (515) 270-9181

3. Corporate Information.

NewPath was incorporated in the State of Delaware on August 5, 1999. A copy of NewPath's Articles of Incorporation are provided in Attachment A, and a copy of NewPath's Certificate of Authority to transact business in the State of Tennessee is provided in Attachment B.

4. Repair and Maintenance Information.

NewPath understands the importance of effective customer service for local service

consumers. NewPath will establish a toll-free number for customer inquiries that will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at its headquarters address.

5. NewPath Status in Other States

NewPath has not yet been granted authority to provide telecommunications services in any state. However, NewPath is currently in the process of obtaining such authority in Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, North Dakota, Nebraska, Ohio, Oklahoma, South Dakota, and Wisconsin. NewPath has not been denied certification in any jurisdiction, nor has it had any permit, license, or certificate revoked by any authority. NewPath has not had any complaints registered against it in other jurisdictions.

6. Financial, Managerial, and Technical Qualifications.

NewPath possesses the financial, managerial, and technical ability to provide local telecommunications services in the State of Tennessee as demonstrated below.

6A. Financial Qualifications.

NewPath is financially qualified to provide telecommunications services in Tennessee. In particular, NewPath has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application, as evidenced by the financial statements in Attachment C.

6B & 6C. Managerial & Technical Qualifications.

NewPath has the managerial and technical resources to provide telecommunications services in Tennessee. Descriptions of the extensive telecommunications and managerial and managerial experience of NewPath's key personnel are provided in Attachment D. In addition, NewPath will file

and maintain tariffs in the manner prescribed by the TRA and will meet the minimum local service quality and billing standards required by the TRA.

7. Proposed Service Area.

NewPath seeks certification to offer its telecommunications services throughout the State of Tennessee.

8. Types of Local Exchange Services to be Provided.

Initially, NewPath intends to concentrate on providing data transmission services, including xDSL technology to provide high-speed, high-quality data connections to business and residential customers. NewPath proposes to provide such service through its own electronic equipment collocated at ILEC central offices, but utilizing unbundled network elements and/or other transport means leased or purchased from the ILEC and/or other certificated carriers, and/or through resale of the services of the ILEC and/or other carriers. NewPath may construct its own switching and transmission facilities as market conditions warrant.

NewPath also requests authority to provide all forms of facilities-based and resold local exchange and interexchange voiceband services to permit flexibility for future expansion of its service offerings. Once NewPath initiates voice services, NewPath will provide, to the extent required and applicable, access to and support for the Tennessee Relay Center in the same manner as ILECs, access to Lifeline and Link-up services to qualifying citizens of the state and educational discounts in existence as of June 6, 1995, and access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, free blocking service for 900 and 976-type services, and emergency services such as 911 and E911 through its own operations or by purchasing such services from underlying carriers.

9. Statement of Compliance.

NewPath agrees to abide by all applicable statutes and all applicable orders, rules, and regulations entered and adopted by the TRA.

10. Toll Dialing Parity Plan.


As stated further in this application, NewPath will initially offer only data services to its Tennessee customers, with the contemplation of future expansion into voice services. To the extent that NewPath provides voice services in the future, and to the extent required, NewPath will submit a toll dialing parity plan before providing such service.

11. Small and Minority-Owned Telecommunications Business Participation Plan.

In accordance with T. C. A. § 65-5-212, as amended, NewPath's Small and Minority-Owned Telecommunications Business Participation Plan is provided as Attachment E.

Respectfully submitted this 3rd day of February, 2000.

Respectfully submitted,



Lawrence R. Freedman
FLEISCHMAN & WALSH LLP
1400 Sixteenth Street, N.W.
Suite 600
Washington, DC 20036
Telephone: (202) 939-7923
Facsimile: (202) 588-0095

Counsel for NewPath Holdings, Inc.

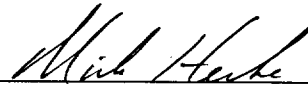
**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

VERIFICATION

STATE OF IOWA

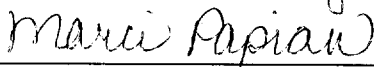
COUNTY OF POLK

Mick Herke, being first duly sworn, deposes and says: That he is the Executive Vice President of NewPath Holdings, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by NewPath Holdings, Inc. to verify that its contents are true.



Mick Herke
Executive Vice President
NewPath Holdings, Inc.
11260 Aurora Avenue
Des Moines, Iowa 50322
Telephone: (515) 276-3069
Facsimile: (515) 276-9181

Subscribed and sworn to before me this
31 day of January, 2000



Notary Public
State of Iowa

My commission expires: 5/7/01



LIST OF ATTACHMENTS

ATTACHMENT A	Articles of Incorporation
ATTACHMENT B	Certificate of Authority to Conduct Business in Tennessee
ATTACHMENT C	Financial Statements [CONFIDENTIAL]
ATTACHMENT D	Managerial and Technical Qualifications
ATTACHMENT E	Small & Minority-Owned Telecommunications Business Participation Plan

ATTACHMENT A

NewPath Holdings, Inc.

Articles of Incorporation

**CERTIFICATE OF
INCORPORATION OF
NEUPATH HOLDINGS, INC.**

ARTICLE 1

The name of this corporation is NewPath Holdings, Inc. (the "Corporation").

ARTICLE 2

A. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

B. The name and mailing address of the incorporator of the Corporation is Michael G. Kulik, 666 Walnut Street, Ste. 2500, Des Moines, Polk County, Iowa 50309-3993.

ARTICLE 3

The existence of the Corporation shall be perpetual.

ARTICLE 4

The nature of the business or purposes to be conducted or promoted is to provide telecommunications services and engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 5

A. Classes of Stock. This Corporation is authorized to issue two (2) classes of stock, to be designated respectively "Common Stock" and "Preferred Stock." The total number of shares that this Corporation is authorized to issue is one hundred fifty million (150,000,000) shares. One hundred million (100,000,000) shares shall be Common Stock and fifty million (50,000,000) shares shall be Preferred Stock, each with a par value of \$0.0001 per share.

B. Rights, Preferences, and Restrictions of Preferred Stock. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof.

ARTICLE 6

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation.

ARTICLE 7

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the stockholders.

ARTICLE 8

Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide.

ARTICLE 9

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE 10

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 10 by the stockholders of the Corporation shall not adversely affect any right or protection of a

director of the Corporation existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 11

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors, or otherwise in excess of the indemnification and advancement otherwise permitted by section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or nonstatutory) with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article 11 shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Corporation with respect to, any acts or omissions of such director, officer, or agent occurring prior to such repeal or modification.

ARTICLE 12

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 5th day of August, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 5th day of August, 1999.


Michael G. Kulik, Incorporator

ATTACHMENT B

NewPath Holdings, Inc.

Certificate of Authority to Conduct Business in Tennessee

NewPath is currently in the process of applying for its certificate of authority to conduct business in Tennessee and expects to obtain it shortly. Once available, NewPath will provide a copy of its certificate to the Commission.

ATTACHMENT C

NewPath Holdings, Inc.

Financial Statements

[CONFIDENTIAL]

NewPath's financial statements are included in a sealed envelope marked "CONFIDENTIAL." The data contained in these documents reveals the size, nature, and scope of NewPath's business and financial operations to competitors and potential competitors. NewPath therefore requests that the Commission treat NewPath's financial statements as proprietary and maintain the confidentiality of the data contained therein.

ATTACHMENT D

NewPath Holdings, Inc.

Managerial and Technical Qualifications

MANAGEMENT BIOGRAPHIES

NewPath has assembled an experienced team of industry professionals to achieve its mission of market leadership. The following summaries highlight management's extensive background.

Jay Eliason, Chief Executive Officer

As Chairman and CEO, Mr. Eliason will focus his leadership capabilities on establishing a strong operational team and upon appropriate operation and expansion of NewPath Communications, Inc.

Mr. Eliason is a Certified Public Accountant, formerly employed by Arthur Anderson in Des Moines, Iowa. Since leaving Arthur Anderson, Mr. Eliason has been involved in the organization and operation of several cable television and telephone companies. The companies under his management serve over 7,000 telephone access lines and 50,000 cable television subscribers. In addition, Galaxy American, a 35,000 subscriber cable television company managed by Galaxy Telcom, is 60% owned by companies managed by Mr. Eliason.

All of the companies managed by Mr. Eliason have been developed from an idea to an operating company by a management team organized by Mr. Eliason. Since 1991 the management team has been involved in every aspect of over 80 transactions, including the sale of telephone exchanges and cable television systems to over 60 independent telephone companies in the Midwest. The management team continues to operate the following independent telephone companies:

- Telnet Communications, L.C.- Telnet is a 7,500 subscriber cable telephone company owned by the management team and 19 independent telephone companies;
- Illinet Communications of Central Illinois, L.L.C.- Illinet is a 9,500 subscriber cable television operation owned by the management team and 11 Illinois independent telephone companies;
- Alpine Communications, L.C.- Alpine owns 7,000 telephone access lines and 1,000 cable subscribers in Northeast Iowa. Alpine was formed in 1995, with \$4.8 million of equity from the management team and 11 independent telephone companies, to purchase telephone exchanges from US West in Iowa; and
- TelePartners, L.L.C.- TelePartners is a 21,000 subscriber cable television company clustered in the area between Omaha, Nebraska and Sioux City, Iowa. TelePartners was formed in 1998 to accumulate these subscribers from four different selling groups.

Mr. Eliason will be responsible for overall leadership and for hiring key management representatives with appropriate industry experience.

Dennis Bixenman, Chief Financial Officer

Dennis Bixenman is currently a consultant to NewPath, using his services to assist NewPath with growth by merger and acquisition.

Mr. Bixenman is a Senior Consultant with 27 years of telecommunications experience with Williams & Company Consulting, Inc., and is also a Certified Public Accountant. Some of the key projects Mr. Bixenman has been involved with include the following:

- Served as CFO for a high-growth company employing in excess of 1,400 people. Raised \$13.3 million in additional capital, negotiated financing package in excess of \$25.0 million and deployed financial accounting and management information systems;
- Developed strategic plans, arranged financing, and raised capital for the start up of several companies. Capital requirements ranged from \$7.0 million to \$32.0 million;
- Primary assistance to several companies in mergers and acquisitions including negotiation of terms, arrangement of financing, and ownership transition assistance;
- Formed a Personal Communications (PCS) partnership to participate in FCC spectrum auctions, and to deploy wireless systems;
- Primary business advisor to emerging companies to assist in their evolution from entrepreneurial growth phase to a mature, financially stable, professionally managed business; and
- Prepared financial feasibility studies of all types to determine the potential economic results of differing strategies for new products, services, markets, acquisitions, etc.

Mick Herke, Executive Vice President, Regulatory and Contracts

Mr. Herke will serve NewPath as Executive Vice President of Regulatory and Contracts. He will devote his efforts full-time to NewPath and will be moving over as an employee prior to March 1, 2000.

Mr. Herke has more than 17 years experience in telecommunications, primarily with independent telephone companies in Iowa. Mr. Herke currently serves as Executive Vice President and General Manager of Alpine Management Company. Alpine Management Company manages the operations of Alpine Communications, a LEC that serves approximately 7,000 customers in Northeast and West Central Iowa. Mr. Herke was the lead involved in transitioning ownership of access lines from US West to Alpine from 1996 to 1997.

Mr. Herke's experience within the telecommunications industry includes the follows:

- Initiated the operational start-up of Alpine Communications, L.C.;
- Assisted other independent telephone companies with their acquisition of US West

properties;

- Facilitated the transition of US West properties to Alpine and other independent telephone companies in Iowa during 1997 ;
- Developed network plans to upgrade digital switches and deploy a fiber optic network to effectively serve Alpine's customers;
- Developed and administered yearly budgets;
- Former operations manager for a MMDS wireless cable TV company that covered the Minneapolis/St. Paul metropolitan area;
- Developed and implemented a start-up MMDS wireless cable TV system that covered 900 square miles in northern Iowa and southern Minnesota; and
- Developed plans to construct, transmit, and receive towers for the wireless cable TV systems, which included filing for, and receiving proper FAA clearances and adhering to local zoning ordinances.

Mr. Herke currently serves on the Board of Directors of the Rural Independent Telephone Association. Through this organization he remains in contact with the 150 members of the Association and maintains a close working relationship with these members.

Shawn Hanson, Executive Vice President, Operations

Mr. Hanson will serve NewPath as Executive Vice President of Operations. His leadership focus on core operations will provide the basis for ensuring a well managed and appropriate rollout of the network and service processes that will ensure customer satisfaction in new markets. His knowledge of the industry and market conditions combined with his successful experience in managing large-scale service organizations will create a platform for sustainable growth and operational efficiency.

Mr. Hanson most recently served as the leading executive for Crystal Communications, Inc. in Iowa. In that role, he was responsible for all phases of CLEC business development in a start-up environment. Prior to joining Crystal, Mr. Hanson served as Regional Vice-President of Designed Services for U S WEST. In this role, he was accountable for all phases of installation and maintenance for Designed Services, which included Private Line Transport, Switched Access, and Interconnection Products. His organization was responsible for the field installation process associated with U S WEST's initial rollout of Megabit DSL service for high speed Internet access. As Vice President of Designed Services, Mr. Hanson managed an organization of over 800 employees across 11 geographic states, including 3 large Design Services Operations Centers in Des Moines, Minneapolis, and Salt Lake City. In 1997 and 1998, Mr. Hanson received special recognition from U S WEST for operational and service improvement initiatives which resulted in a 20% improvement in on-time installation and a 25% improvement in cycle time for clearing trouble reports.

During his 19-year career with U S WEST, Mr. Hanson also served as Vice President of Network

Operations for Iowa and Nebraska. In this role, he was accountable for all phases of construction, rehabilitation, preventative maintenance and demand activities associated with management of U S WEST's network infrastructure in Iowa and Nebraska. This position included an organization of 1100 employees with an annual expense budget of \$80 million and annual capital budgets ranging between \$80 and \$140 million. As Vice President of Network Operations Mr. Hanson was successful in improving out-of-service cases of trouble cleared in less than 24 hours by 50%.

Additional milestones reached under Mr. Hanson's leadership include:

- Deployment of U S WEST Design Service MegaCenters;
- U S WEST participation and advocacy in Federal Price Cap Regulation; and
- Development and approval of prices for Switched and Special Access Charges in the first post-divestiture Access Tariff with the FCC.

NEWPATH CONSULTANTS

Burnie E. Snoddy, Williams & Company Consulting, Inc.

Mr. Snoddy has over 30 years experience in the telecommunications industry with U S WEST. Assignments included outside plant construction and engineering, personnel, and over 15 years working with Iowa independent telephone companies in separations studies, access billing and contractual arrangements.

Mr. Snoddy joined Williams & Company Consulting, Inc. over three years ago and has been involved in projects assisting independent telephone companies in regulatory, financial, contractual arrangements and strategic planning. In addition to projects with traditional telephone company operations, Mr. Snoddy has been involved with applications for certification and interconnection agreements for Competitive Local Exchange Carrier (CLEC) consortiums, formed by independents in Iowa. Other projects include long distance entry studies, operational reviews of telephone operations, EAS cost studies and various interexchange facility arrangements.

Mr. Snoddy is active in industry associations, advising on issues of compensation and interconnection and other carrier relationships.

Morris Westerhold, TPC Consulting, Inc.

Before forming TPC Consulting, Mr. Westerhold had 28 years of executive leadership and broad telecommunications experience from a variety of assignments at Ameritech and, prior to divestiture, various companies in the old Bell System.

Mr. Westerhold's experience includes Corporate Strategy support to the Cellular, PCS, and Network units of Ameritech. Mr. Westerhold led the technology planning and implementation for the Ameritech PCS trial, one of the more comprehensive PCS trials from both a marketing and technology perspective. Due to Mr. Westerhold's work, Ameritech was awarded two US Patents for a lower cost PCS architecture now being standardized.

Mr. Westerhold led the largest division in the Marketing New Product Development organization at Ameritech Services. He presented and received approval on the first ISDN Business Case and was a major contributor to the Ameritech Data Strategy. He created the first Ameritech organization focused on managing technology developments in support of marketing new services.

Mr. Westerhold's accomplishments also include 800 Data Base Service, Alternate Billing Service, ISDN, Voice Messaging Access Service, and a LAN Interconnection Service. He created the first Ameritech Network Architecture Planning organization.

As part of an RBOC governance panel, Mr. Westerhold managed the Bellcore developments for

Network Architecture Planning and New Services Development and led the effort to convince other RBOCs and Bellcore of the importance of ISDN and to assist Bellcore in developing its first ISDN project plan.

At AT&T General Departments, Mr. Westerhold managed the Bell Labs, WEC0, and BOC activities associated with new developments and initial implementations for No. 1 ESS, Voice Storage System, and Local Area Data Transport.

Mr. Westerhold's Illinois Bell management assignments including TIRKS and PICS/DCPR, Central Office Operations, Central Office Engineering, Planning Engineering, and Maintenance Engineering. He managed the Divestiture Central Office asset assignment process for Illinois Bell and led a task force to establish Special Services Center.

At Bell System Center for Technical Education, Mr. Westerhold developed the first course for middle management on No. 2 ESS. And at Bell Labs, Mr. Westerhold developed the first issue of the No. 2 ESS software Audit Programs.

Bob Walker, Comsource, Inc.

Mr. Walker established Comsource, Inc. in 1994. Comsource's initial efforts focused on solving communications problems for the business community and providing technical assistance to telecommunications carriers.

In 1996, with a passage of the Communication Act, Comsource's focus changed to assisting Competitive Local Exchange Carriers (CLECs) entering the telecommunications business. Comsource assists with planning, basic design and network architecture(s), product selection, negotiating the technical aspects of interconnect agreements with Incumbent Local Exchange Carrier (ILEC), assisting with the technical implementation planning and ILEC negotiations. Comsource also provides guidance and planning on Operation Support Systems (OSS) development and deployment, traffic engineering, networking sizing and many other technical areas necessary in the establishment of a new telecommunication company.

Mr. Walker has nearly 40 years experience in the telecommunications industry with 33 years at Illinois Bell and Ameritech. Mr. Walker has held a wide range of technical staff and management positions within Illinois Bell and Ameritech in the switching, transport and OSS arenas. Prior to his departure from Ameritech, Mr. Walker was Director Transport Planning for Illinois Bell. Mr. Walker also was the Director of Transmission at Illinois Bell before assuming the planning position.

Mr. Walker's also held the position of Director of Technical Development at Ameritech Development, an unregulated new venture entity, which provided him with a special insight into the competitive, new venture field. Mr. Walker's many years in the industry and his extensive background in both line and staff positions throughout his career make him uniquely qualified to assist in the creation of new competitive telephone companies.

ATTACHMENT E

NewPath Holdings, Inc.

**Small & Minority-Owned Telecommunications
Business Participation Plan**

NEW PATH HOLDINGS, INC.

**SMALL AND MINORITY OWNED
TELECOMMUNICATIONS PARTICIPATION PLAN**

A. Plan Statement:

NewPath adopts this plan with the following goals:

1. Full and equal participation of small and minority-owned telecommunication businesses as defined by the Michigan Department of Management and Budget.
2. The purchase of a percentage of NewPath's total annual need for goods and/or services from small and minority-owned telecommunications businesses as defined by the Michigan Department of Management and Budget, which is equal to the percentage of small and minority-owned telecommunication suppliers doing business in NewPath's service territory, provided that such goods and services are offered on a market competitive basis.

B. Procedure Of Implementing Plan:

1. Advise all personnel of Plan.
2. Notify, to the extent practicable, small and minority-owned telecommunication businesses in NewPath's service territory of the existence of this Plan.
3. Exercise diligence and sensitivity to ensure that opportunities to small and minority-owned telecommunications businesses for doing business with NewPath are equivalent to those provided to those entities which are not small or minority-owned.

This Plan Is A Statement Of Objectives And Is Not Intended To Create Any Legal Obligation Of NewPath To Any Person.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

REC'D TN
REGULATORY AUTH.

In the Matter of the Application of)
NewPath Holdings, Inc. for)
a Certificate to Provide Competing)
Local Telecommunications Services)

Docket No. _____

'00 FEB 7 AM 10 57

EXECUTIVE SECRETARY

NOTICE OF
APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES

NewPath Holdings, Inc. hereby provides notice of filing with the Tennessee Regulatory Authority an application for a certificate of authority to provide competing local telecommunications services within the State of Tennessee pursuant to applicable Tennessee Statutes, the Rules and Regulations of the Tennessee Regulatory Authority, and Section 253 of the Federal Telecommunications Act of 1996 ("Act").

Questions concerning this filing should be directed to the Tennessee Regulatory Authority or the undersigned.

Respectfully submitted,

Lawrence R. Freedman / RLW

Lawrence R. Freedman
Fleischman & Walsh LLP
1400 Sixteenth Street, N.W.
Suite 600
Washington, D.C. 20036

Counsel for NewPath Holdings, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on this day, February 3, 2000, the attached Notice of Application for a Certificate to Provide Competing Local Telecommunications Services within the State of Tennessee was served on the attached list of telecommunications providers by first class mail as provided and instructed by Tennessee Regulatory Authority staff.

A handwritten signature in cursive script, appearing to read "Richard Davis", is written over a horizontal line.

Richard Davis

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

- 1) **ARDMORE TELEPHONE COMPANY, INC.**
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
(205) 423-2131
(205) 423-2208 (Fax)
- 2) **BELLSOUTH**
333 Commerce Street
Nashville, TN 37201-3300
(615) 214-3800
(615) 214-8820 (Fax)
- 3) **CENTURY TELEPHONE OF ADAMSVILLE**
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310
(901) 632-3311
(901) 632-0232 (Fax)
- 4) **CENTURY TELEPHONE OF CLAIBORNE**
P.O. Box 100
507 Main Street
New Tazewell, TN 37825
(423) 626-4242
(423) 626-5224 (Fax)
- 5) **CENTURY TELEPHONE OF OOLTEWAH-COLLEGE DALE, INC.**
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363
(423) 238-4102
(423) 238-5699 (Fax)
- 6) **CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

- 7) **CITIZENS COMMUNICATIONS COMPANY OF THE VOLUNTEER STATE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
- 8) **LORETTO TELEPHONE COMPANY, INC.**
P.O. Box 130
Loretto, TN 38469
(931) 853-4351
(931) 853-4329 (Fax)
- 9) **MILLINGTON TELEPHONE COMPANY, INC.**
4880 Navy Road
Millington, TN 38053
(901) 872-3311
(901) 873-0022 (Fax)
- 10) **SPRINT-UNITED**
112 Sixth Street
Bristol, TN 37620
(423) 968-8161
(423) 968-3148 (Fax)
- 11) **TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.**
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610
(423) 966-5828
(423) 966-9000 (Fax)
- 12) **TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY**
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
(931) 535-2200
(931) 535-3309 (Fax)
- 13) **TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.**
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
(423) 671-4600

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(423) 253-7080 (Fax)

- 14) **TDS TELECOM-TENNESSEE TELEPHONE COMPANY**
P.O. Box 18139
Knoxville, TN 37928-2139
(423) 922-3535
(423) 922-9515 (Fax)
- 15) **TEC-CROCKETT TELEPHONE COMPANY, INC.**
P.O. Box 7
Friendship, TN 38034
(901) 677-8181
- 16) **TEC-PEOPLE'S TELEPHONE COMPANY, INC.**
P.O. Box 310
Erin, TN 37061
(931) 289-4221
(931) 289-4220 (Fax)
- 17) **TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.**
P.O. Box 10
244 E. Main Street
Bradford, TN 38316
(901) 742-2211
(901) 742-2212 (Fax)
- 18) **UNITED TELEPHONE COMPANY**
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034
(931) 364-2289
(931) 364-7202 (Fax)